

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

Ref. No. __

**ORDER AUTHORIZING THE DEBTORS TO ENTER INTO A STIPULATION
RELATING TO THE SATIFCATION OF THE RESTITUTION AMOUNT THAT RYAN
SALAME OWES THE DEBTORS UNDER HIS PLEA AGREEMENT**

Upon the motion (the “Motion”)² of FTX Trading Ltd. and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”), for entry of an order (this “Order”) authorizing the Debtors to enter into the Stipulation, which is attached hereto as Exhibit 1, and to submit the Stipulation to the United States District Court for the Southern District of New York in connection with Ryan Salame’s sentencing; and this Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of these Chapter 11 Cases and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that proper and adequate notice of the Motion and

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson’s Commercial Complex, Friars Hill Road, St. John’s, Antigua and Barbuda.

² Capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Motion.

the relief requested therein has been provided in accordance with the Bankruptcy Rules and the Local Rules; and objections (if any) to the Motion having been withdrawn, resolved or overruled on the merits; and upon the record of the Motion and supporting documents; and this Court having found and determined that the relief set forth in this Order is in the best interests of the Debtors and their estates; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized to enter into the Stipulation and to submit it to the United States District Court for the Southern District of New York in connection with Ryan Salame's sentencing in the criminal case *United States v. Salame*, 22-cr-00673 (S.D.N.Y. 2023).
3. The failure to specifically include or reference any particular term or provision of the Stipulation in this Order shall not diminish or impair the effectiveness of such term or provision.
4. The Debtors are authorized and empowered to execute and deliver such documents, and to take and perform all actions necessary to implement and effectuate the relief granted in this Order.
5. The requirements set forth in Bankruptcy Rule 6004(a) are waived.
6. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

7. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Motion or the implementation of this Order.

Dated: _____
Wilmington, Delaware

The Honorable John T. Dorsey
United States Bankruptcy Judge

EXHIBIT 1

Stipulation

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	
UNITED STATES OF AMERICA	:	
	:	<u>STIPULATION AND ORDER</u>
-v.-	:	
	:	S6 22 Cr. 673 (LAK)
RYAN SALAME	:	
	:	
	:	
Defendant.	:	
-----	X	

WHEREAS, on or about September 7, 2023, Ryan Salame (“Salame”) was charged in a two count superseding information (the “Information”) with conspiracy to make unlawful political contributions and defraud the Federal Election Commission (“FEC”), in violation of 18 U.S.C. § 371 and 52 U.S.C. §§ 30109(d)(1)(A) & (D), 30118 and 30122, (Count One); and conspiracy to operate an unlicensed money transmitting business, in violation of 18 U.S.C. §§ 371 and 1960 (Count Two);

WHEREAS, on September 7, 2023, Salame entered into a plea agreement with the United States Attorney’s Office for the Southern District of New York (the “U.S. Attorney’s Office”) to plead guilty to the charges in the Information (the “Plea Agreement”);

WHEREAS, the Plea Agreement requires, among other things, that Salame pay restitution to the Debtors of FTX Trading Ltd. and its associated companies (the “Debtors”)¹ in the amount of \$5,593,177.91 (“Restitution Amount”);

¹ FTX Trading Limited and its associated companies are defined as those companies which have filed for Chapter 11 bankruptcy in *In Re FTX Trading Ltd, et al*, consolidated case 22-11068 (JTD) (Bankr. D. Del) (the “Chapter 11 Cases”).

WHEREAS, the Plea Agreement provides that Salame will be given credit against the Restitution Amount for any payments he made to the Debtors prior to sentencing, as verified by the U.S. Attorney's Office;

WHEREAS, Salame's sentencing is currently scheduled for May 28, 2024 (the "Sentencing Date");

WHEREAS, on September 21, 2021, Salame executed an agreement to purchase Unit No. 3A in the Marina Residences at Albany Building 10 Condominium (the "Residence"), together with the household furniture chattels and effects therein, for \$7,235,000;

WHEREAS, on September 20, 2021, Alameda Research Ltd. ("Alameda") wired from its Silvergate bank account ending in x4456 \$723,500 to Salame's real estate attorney as a 10% deposit on the Residence;

WHEREAS, on November 2, 2021, FTX Digital Markets Ltd. ("FTX DM") wired \$8,164,068.71 from its bank account at Fidelity Bank (Bahamas) ending in x0275 to Salame's real estate attorney to pay the balance of the purchase price on the Residence, along with VAT tax, commissions, fees and additional expenses, in connection with closing on the purchase of the Residence;

WHEREAS, the Residence was conveyed to Salame by an Indenture and Deed of Conveyance which is recorded in the Registry of Records in the Commonwealth of The Bahamas;

WHEREAS, on March 25, 2022, Salame and Alameda entered into a promissory note, dated as of December 31, 2021, whereby Salame agreed to pay \$8,164,068.71 to Alameda (the "Promissory Note");

WHEREAS, Salame and the Debtors desire to have Salame satisfy the Restitution Amount by transferring legal title to the Residence to FTX DM, acting by the Joint Official Liquidators (“JOLs”), as nominee for the Debtors;

WHEREAS, Robin B. Brownrigg was selected by the JOLs as the appraiser to conduct an independent appraisal of the value of the Residence (the “Appraiser”);

WHEREAS, on January 17, 2024, the Appraiser performed an independent inspection and valuation of the Residence;

WHEREAS, on January 22, 2024, the Appraiser issued an appraisal report valuing the Residence at \$5,900,000 (“Appraised Value”);

WHEREAS, Salame and the Debtors have been engaged in good faith, arm’s-length negotiations concerning satisfaction of the Restitution Amount;

WHEREAS, Salame, the Debtors, FTX DM and the U.S. Attorney’s Office (the “Parties”) desire and intend to effect through this Stipulation a final settlement and resolution solely as to satisfaction of the Restitution Amount; and

WHEREAS, the Debtors, in the exercise of their business judgment, have concluded that satisfaction of the Restitution Amount by the terms of this Stipulation is in the best interest of the Debtors, their creditors and other stakeholders.

NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and between the Parties, acting through their counsel, that:

1. Within 10 days of the date on which the Court enters this Stipulation and Order, Salame will undertake all steps to cause legal title to the Residence to be transferred to FTX DM, acting by the JOLs, as nominee for the Debtors, in satisfaction of the Restitution

Amount. Upon transfer of legal title to the Residence, the Restitution Amount will be deemed satisfied.

2. Salame and the Debtors agree that the difference of \$306,822.09 between the Appraised Value and the Restitution Amount shall be credited against the amount that Salame owes the Debtors on the Promissory Note.

3. Salame and the Debtors agree to execute promptly any documents which may be reasonably required to convey clear title of the Residence and to satisfy the Restitution Amount.

4. For the avoidance of doubt, this does not release or resolve any claims or causes of action that the Debtors or FTX DM may have against Salame other than the payment of the Restitution Amount.

5. Each Party to this Stipulation shall bear its own attorneys' fees and costs incurred in connection with this Agreement and completion of the transfers contemplated herein.

6. This Court shall retain jurisdiction in this matter to take additional action and enter further orders as necessary to implement and enforce this order.

7. This Stipulation constitutes the entire agreement between the Parties solely relating to the Restitution Amount, and no other statement, promise or agreement, either written or oral, made by either party or agents of either party, that is not contained in this written agreement shall be enforceable. Any modifications to this agreement shall be in a writing signed by the parties.

8. The signature pages of this Stipulation may be executed in one or more counterparts, each of which will be deemed an original but all of which together will constitute one and the same instrument.

DAMIAN WILLIAMS
United States Attorney for the
Southern District of New York

By:	<u>Samuel Raymond</u>	April 26, 2024
	Samuel L. Raymond Esq. Assistant United States Attorney One St. Andrew's Plaza New York, New York 10007 (212) 637-6519	<u>DATE</u>

RYAN SALAME

By: _____
Ryan Salame _____
DATE _____

By: _____ DATE _____
 Jason Linder Esq.
 Gina M. Parlovecchio, Esq.
 Attorneys for Ryan Salame


8. The signature pages of this Stipulation may be executed in one or more counterparts, each of which will be deemed an original but all of which together will constitute one and the same instrument.

DAMIAN WILLIAMS
United States Attorney for the
Southern District of New York


By: _____ DATE _____
Samuel L. Raymond Esq.
Assistant United States Attorney
One St. Andrew's Plaza
New York, New York 10007
(212) 637-6519

RYAN SALAME

By:  _____ DATE _____
Ryan Salame

By:  _____ DATE 4/30/24
Jason Linder Esq.
Gina M. Parlovecchio, Esq.
Attorneys for Ryan Salame

FTX TRADING LTD. AND ITS ASSOCIATED
COMPANIES THAT FILED FOR CHAPTER 11
BANKRUPTCY in *In Re FTX Trading Ltd, et al*,
consolidated case 22-11068 (JTD) (Bankr. D. Del)

By:  _____ 4/25/24
John J. Ray III
Chief Executive Officer DATE

By: _____
Stephanie G. Wheeler, Esq.
Attorney for FTX Trading Ltd. DATE

FTX Digital Markets Ltd. – In Liquidation

By: _____
Brian Simms, KC
Joint Official Liquidator of
FTX Digital Markets Ltd., acting as
agent and without personal liability DATE

SO ORDERED:

HONORABLE LEWIS A. KAPLAN
UNITED STATES DISTRICT JUDGE DATE

FTX TRADING LTD. AND ITS ASSOCIATED
COMPANIES THAT FILED FOR CHAPTER 11
BANKRUPTCY in *In Re FTX Trading Ltd, et al*,
consolidated case 22-11068 (JTD) (Bankr. D. Del)

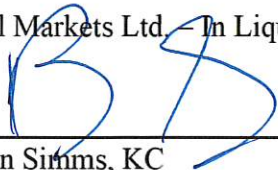
By: _____
John J. Ray III
Chief Executive Officer

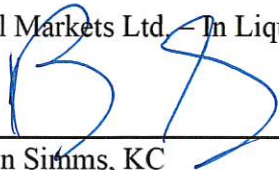
DATE

By: _____
Stephanie G. Wheeler, Esq.
Attorney for FTX Trading Ltd.

DATE

FTX Digital Markets Ltd. - In Liquidation

By:  _____
Brian Simms, KC
Joint Official Liquidator of
FTX Digital Markets Ltd., acting as
agent and without personal liability

 april 30 / 2024
DATE

SO ORDERED:

HONORABLE LEWIS A. KAPLAN
UNITED STATES DISTRICT JUDGE

DATE

FTX TRADING LTD. AND ITS ASSOCIATED
COMPANIES THAT FILED FOR CHAPTER 11
BANKRUPTCY in *In Re FTX Trading Ltd, et al*,
consolidated case 22-11068 (JTD) (Bankr. D. Del)

By: _____
John J. Ray III
Chief Executive Officer
DATE

By: Stephanie G. Wheeler
Stephanie G. Wheeler, Esq.
Attorney for FTX Trading Ltd.
5/1/2024
DATE

FTX Digital Markets Ltd. – In Liquidation

By: _____
Brian Simms, KC
Joint Official Liquidator of
FTX Digital Markets Ltd., acting as
agent and without personal liability
DATE

SO ORDERED:

HONORABLE LEWIS A. KAPLAN
UNITED STATES DISTRICT JUDGE
DATE